

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **08-13555 (JMP)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
-----X

**ORDER GRANTING MOTION OF THE DEBTORS
PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY CODE
AND RULE 2014 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE FOR AUTHORIZATION TO AMEND THE ORDER
APPROVING RETENTION OF BINGHAM MCCUTCHEN LLP AS SPECIAL
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO ENGAGEMENT DATE**

Upon consideration of the motion, dated February 19, 2010 (the “Motion”),¹ of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases (collectively, the “Debtors”), pursuant to section 327(e) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Amend the Order Approving Retention of Bingham McCutchen LLP (“Bingham”) as Special Counsel to the Debtors *nunc pro tunc* to December 7, 2009 (the “Engagement Date”), all as more fully described in the Motion; and upon consideration of the Court’s prior order dated August 25, 2009, approving the retention of Bingham as special counsel to the Debtors (the “Original Retention Order”), and upon consideration of the Declaration of Michael Levy, Esq. (the “Levy Declaration”), which is annexed to the Motion; and the Court being satisfied, based on the representations made in the Motion and the Levy Declaration, that Bingham represents no interest adverse to the Debtors or the Debtors’ estates with respect to the Supplemental Matter; and the Court having jurisdiction to consider the

¹ Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.

Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837] to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) Bingham, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, except as expressly provided herein, the terms of Bingham's retention by the Debtors for the tax, securitization and capital markets matters (the "Original Matters"), as approved under the Original Retention Order shall remain unchanged and such Order shall remain in full force and effect; and it is further

ORDERED that, pursuant to sections 327(e) of the Bankruptcy Code, the Debtors are authorized to employ and retain Bingham as special counsel to the Debtors *nunc pro tunc* to

the Engagement Date for the Supplemental Matter (in addition to the Original Matters) in accordance with Bingham's normal rates in effect from time to time and its disbursement policies; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising under or related to the implementation and enforcement of this Order.

Dated: March 9, 2010
New York, New York

/s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE